

SECURITIES AND EXCHANGE COMMISSION

FORM 424B3

Prospectus filed pursuant to Rule 424(b)(3)

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FILER

FIRST BANK SYSTEM INC

CIK: **36104** | IRS No.: **410255900** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **424B3** | Act: **33** | File No.: **033-55485** | Film No.: **95514183**
SIC: **6021** National commercial banks

Business Address
601 SECOND AVE S
FIRST BANK PL
MINNEAPOLIS MN 55402-4302
6129731111

SUPPLEMENT DATED FEBRUARY 22, 1995
TO
PROSPECTUS DATED NOVEMBER 30, 1994

The following information supplements and supersedes information set forth in the Prospectus dated November 30, 1994 (the "Prospectus") relating to the resale of up to 859,806 shares of Common Stock (the "Shares") of First Bank System, Inc. by certain selling stockholders (the "Selling Stockholders"), to the extent additional to or inconsistent with information set forth in the Prospectus. Reference is made to the Prospectus for more complete information.

SELLING STOCKHOLDERS

The following table sets forth certain information as to the maximum number of Shares that may be sold by each of the Selling Stockholders pursuant to the Prospectus, as supplemented.

Name - ----	Maximum Number of Shares to be Sold Pursuant to the Prospectus -----
Kenneth D. Reno.....	339,004
Victor R. Uttke(1).....	200,786
Ethelyn J. Uttke(2).....	48,500
Cynthia S. Steen.....	56,450
Kelly M. Klein.....	56,450
Vicki D. Furnish(3).....	56,450
Shantel N. Steen(4).....	10,859
Raquelle M. Steen(5).....	10,859
Katelyn D. Steen(6).....	4,852
Jesse J. Klein(7).....	10,859
Jason J. Klein(8).....	10,458
Kody Michael Klein(9).....	550
Erica Ann Furnish(10).....	550
Troy D. Reno.....	16,046
Lisa L. Soderberg.....	16,046
Travis S. Reno.....	16,046
Fidelity Charitable Gift Fund(11).....	5,051

(1) All of such shares are held in a trust for the benefit of Victor R. Uttke,

- for which trust Victor R. Uttke and Ethelyn J. Uttke serve as co-trustees.
- (2) All of such shares are held in a trust for the benefit of Ethelyn J. Uttke, for which trust Victor R. Uttke and Ethelyn J. Uttke serve as co-trustees.
 - (3) All of such shares are held by Vicki D. Furnish as a joint tenant with rights of survivorship with Ethelyn J. Uttke.
 - (4) All of such shares are held in a trust for the benefit of Shantel N. Steen, for which trust Cynthia S. Steen serves as trustee.
 - (5) All of such shares are held in a trust for the benefit of Raquelle M. Steen, for which trust Cynthia S. Steen serves as trustee.
 - (6) All of such shares are held in a trust for the benefit of Katelyn D. Steen, for which trust Cynthia S. Steen serves as trustee.
 - (7) All of such shares are held in a trust for the benefit of Jesse J. Klein, for which trust Kelly M. Klein serves as trustee.
 - (8) All of such shares are held in a trust for the benefit of Jason J. Klein, for which trust Kelly M. Klein serves as trustee.
 - (9) All of such shares are held in a trust for the benefit of Kody Michael Klein, for which trust Kelly M. Klein serves as trustee.
 - (10) All of such shares are held in a trust for the benefit of Erica Ann Furnish, for which trust Vicki D. Furnish serves as trustee.
 - (11) Fidelity Charitable Gift Fund received 1,108 of such shares from Victor R. Uttke, 1,171 of such shares from Ethelyn J. Uttke, 924 of such shares from Cynthia A. Steen, 924 of such shares from Kelly M. Klein and 924 of such shares jointly from Vicki D. Furnish and Ethelyn M. Uttke, all as charitable gifts in December 1994.